



## Board Report

This is the report from the 10<sup>th</sup> February 2022 Board meeting.

### Board matters

Apologies were received from Rob Binns who was unable to attend.

The Board welcomed new CEO Paul Fletcher to his first meeting following his formal appointment on the 31<sup>st</sup> January 2022.

**Declarations of interest:** the Board received an updated version of the Register of Directors' Interests. In relation to the business of the meeting, Ashley La Bolle declared an ongoing interest in Registry Services Provisions matters which may arise in performance updates from the executive team.

The minutes from the Annual General Meeting on the 18<sup>th</sup> November and the Board meeting on the 13<sup>th</sup> December 2021 were approved.

The Board reviewed its work programme for the calendar year ahead.

### Operational Items

**Interim CEO Report** – Eleanor Bradley (MD Registry & Public Benefit) reported to the Board on key operational matters facing the organisation. Moving forward this standing item will be presented by new CEO Paul Fletcher.

**Performance and Finance** – Ben Hill (CFO) presented the regular finance and performance reports for the period ending in December 2021.

### Strategic Items

**Strategic Priorities & Draft Budget** – taking its lead from the Chair's Strategic Review in Autumn 2021, Eleanor Bradley (MD Registry & Public Benefit) and Ben Hill (CFO) presented draft versions of key strategic priorities developed to help shape the budget for the financial year 2023. Due to the timing of his appointment, the new CEO had limited opportunity to input into this piece of work to date.

The Executive team will present a budget for approval at the March meeting. The Board impressed on the team the importance of successfully completing the key registry technology programmes, but also that there needs to be clear progress on improving efficiency in the final submission.

**CyGlass** – Ben Hill (CFO) provided a verbal update regarding the ongoing sale process for CyGlass. As this is a commercially sensitive matter further information will be made available when appropriate.

**Delivering the Infrastructure Transformation** – Adam Leach (CIO & Interim Executive Director) presented to the Board an approach, plan and budget to deliver the Infrastructure



Transformation project, as well as providing an update on progress since the October 2021 meeting.

**Risk Appetite Statement** – the Board considered a draft version of a revised risk appetite statement produced by the Chair. The Board will revisit this matter at the next meeting with a view to adopting it in time for inclusion in the next set of annual report and accounts.

## Governance Items

**Wates Principles** – the Chair led a discussion on the purpose of the Wates Principles and the commitments the Board will need to observe in complying with the corporate governance framework. The Board agreed to dedicate further time to discussing compliance with the principles in the near future.

**UKRAC** – Anne Taylor (NED & UKRAC Chair) and Eleanor Bradley (MD Registry & Public Benefit) reported to the Board the outputs of discussions at the UKRAC meeting held on the 14<sup>th</sup> January 2022.

On the question of who must be present for the UKRAC quorum to be satisfied, the Board agreed not to add a requirement that the Non-Executive Director must be. However, it remains keen to ensure there is effective communication between the UKRAC and Nominet Board so propose to continue monitoring the position as it develops. It also requested that when tabling UKRAC recommendations it is clear who was present at the meeting where the recommendation was made.

The Board approved the following UKRAC recommendations:

### .UK Policy change

- That the .UK zone files, currently available to Nominet members for free, should be freely available to any interested party for free, subject to standard licence terms.

### Constitution and administration of the UKRAC

- Following the resignation of Susannah Clark, that Ciprian Cucuruz be appointed to a two year term in her place.
- That the vacancy in the self-managed category be left unfilled pending elections scheduled for mid-2022.
- That the quorum requirement be amended in circumstances where there are unfilled vacancies on the UKRAC as follows:

"Should there be one or more vacancies on the council, the quorum shall be reduced to the total number of sitting members less two, with an absolute minimum of three elected members required."

**Transparency of Board proceedings** – the Board discussed options to improve transparency and engagement with members. It was agreed that moving forward board reports would be more substantive in nature where possible.



**Board committees** – the Chair provided a short update on the activity of the Public Benefit Committee which had met for the first time on the 10<sup>th</sup> February. The focus of discussions had centred around the nature of the public benefit programmes already in place.

As Chair of the Nominations Committee, Stephen Page provided an update on the planned approach for the recruitment of two appointed Non-Executive Directors.

**Code of Conduct Committee** – following a call for interest and interviews with the Senior Independent Director and Company Secretary, the Board approved the appointment of Mr. Phil Ronchetti of Netro42 Ltd as the Member Representative to sit on the Committee. Mr. Simon Bone of CI Names Ltd will also be available as the Member Representative if future complaints are received and/or a conflict of interest arises.

**Next Meeting** – the next scheduled meeting of the Board is the 21<sup>st</sup> March 2022.

## New & Cancelled Memberships

For the period 18<sup>th</sup> November 2021 to 1st February 2022 the following applicants were admitted as new members of Nominet UK:

ACCOUNT NAME
Projektif Digital Ltd
Isimtescil Bilisim A.S.
Simon Blackler*
Ashley La Bolle*
SRCL Ltd
Bark Bark Ltd
Steven Chamberlain
Martin Farrow
Sternforth Limited
Paul Fletcher*

\*Memberships issued to new board members as per our articles of association.

The following memberships have been deleted during the reporting period:

ACCOUNT NAME
Susannah Clark
XTPN Limited
Marc Charnock
My Surgery Website Ltd
Preventx Limited
Drake Mortgages Limited
James Bladel
FBS Inc.
PB International Limited



## Membership Engagement Opportunities

### Member Engagement events update

Date	Event
2 <sup>nd</sup> December 2021	UKRAC Drop Lists Implementation Working Group roundtable
8 <sup>th</sup> December 2021	Meet the representatives of the Members' GiveHub panel and find what they're looking for in an application
16 <sup>th</sup> December 2021	Members' call with Chair and Interim CEO
24 <sup>th</sup> January	Interim UK Registry Advisory Council meeting
31 <sup>st</sup> January 2022	Tech Collaboration Group first meeting
31 <sup>st</sup> January 2022	GiveHub Panel meeting
10 <sup>th</sup> February 2022	Meet Paul Fletcher, our new CEO
<b>Upcoming events</b>	
24 <sup>th</sup> February	GiveHub Panel Meeting
25 <sup>th</sup> February	UK Registry Advisory Council meeting
30 <sup>th</sup> March	GiveHub Panel meeting
8 <sup>th</sup> April	UK Registry Advisory Council meeting
Additional events for 2022 will be published in due course once approved by the board	



## Member GiveHub update

Karl Austin from KDA Web Services was successful in applying for £9,150 for 1st Whitwell (open) Scout and Guide group. They will use the funds for tech equipment as they are currently relying on using leaders own laptops.

Darren Lingham from Stablepoint made a successful application on behalf of Upstart Projects for £10,000, which is a charity championing youth voice and leadership. The grant will fund the continuation of Voice, an online magazine and platform which promotes digital literacy and provides opportunities to connect young people.

Steve Wright from 4D Data Centres successfully applied for £10,000 on behalf of Suffolk Mind; the funds will be used to contribute to the development of a new E-learning platform. The project will not only improve access to Suffolk Mind's mental health support services but the Mind charity nationally.

Simon Corrigan from Spectulise was successful in applying for £9,876 for Kent County Scout Council. The funds will be used to enhance their IT capabilities and connectivity at their site and bring in modern presenting facilities.